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OF COUNSEL
URBAN A. LESTER

W
July 29, 1998

RECORDATION NO. **21271-A**

FILED

JUL 29 '98

11-35 AM

JUL 29 11 35 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Termination of Lease, dated as of June 19, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 21271.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessees: CSX Transportation, Inc.
The Baltimore and Ohio Chicago Terminal
Railroad Company
550 Water Street
Jacksonville, Florida 32232-5054

A description of the railroad equipment covered by the enclosed document is:

forty (40) locomotives bearing CSXT reporting marks and road numbers
302 through 341

Mr. Vernon A. Williams
July 29, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. **21271-A**

FILED

TERMINATION OF LEASE

JUL 29 '98

11-35 AM

TERMINATION OF LEASE dated as of June 19, 1998, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a Virginia corporation ("CSXT"), and The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation ("Railroad").

WHEREAS GE, CSXT and Railroad are parties to an Interim User Agreement dated February 20, 1998 (the "Lease"), and the First Amendment to Interim User Agreement dated May 28, 1998 (the "First Amendment"); and

WHEREAS a memorandum of the Lease was duly filed for recordation with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. section 11301, on March 11, 1998, and given Recordation Number 21271; and

WHEREAS GE, CSXT and Railroad now desire to terminate and cancel the Lease and the First Amendment with respect to the 40 of diesel-electric locomotives covered thereby, and to record such termination and cancellation with the STB.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective the date hereof, with respect to the 40 General Electric Company Model AC 4400 diesel-electric locomotives bearing CSXT road numbers 302 through 341 (inclusive) (hereinafter, the "Terminated Equipment").
2. The parties agree to record this Termination of Lease with the STB so as to show for the public record the release of GE's and the Railroad's interest in the Terminated Equipment.
3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

GENERAL ELECTRIC COMPANY

BY: Stephen F. Angel
TITLE: General Manager

CSX TRANSPORTATION, INC.

BY: [Signature]
TITLE: Assistant Treasurer

THE BALTIMORE AND OHIO CHICAGO
TERMINAL RAILROAD COMPANY

BY: [Signature]
TITLE: Assistant Treasurer

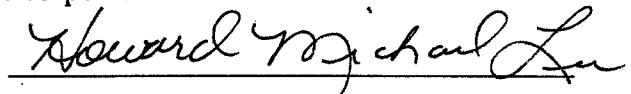
COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ERIE)

On the 17th day of July, 1998, before me personally appeared S. F. Angel, to me personally known who, being by me duly sworn, says that he is General Manager of GENERAL ELECTRIC COMPANY, that the foregoing instrument was signed by him on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

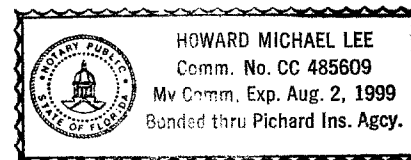
Carol A. Wahlen
Notary Public

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On the 11th day of July, 1998, before me personally appeared John C. Eccleston, to me personally known who, being by me duly sworn, says that he is Assistant Treasurer of CSX TRANSPORTATION, INC., that the foregoing instrument was signed by him on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

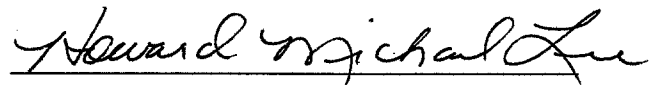


Notary Public



STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On the 16th day of July, 1998, before me personally appeared John C. Eccleston, to me personally known who, being by me duly sworn, says that he is Assistant Treasurer of THE BALTIMORE AND OHIO CHICAGO TERMINAL RAILROAD COMPANY, that the foregoing instrument was signed by him on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

